

**BYLAWS OF THE
WOODLAND HILLS-WARNER CENTER
NEIGHBORHOOD COUNCIL
Approved November 24, 2020**

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**ARTICLE I
NAME**

The name of this organization shall be the WOODLAND HILLS-WARNER CENTER NEIGHBORHOOD COUNCIL (“Neighborhood Council”).

**ARTICLE II
PURPOSE**

A. The mission of the Neighborhood Council shall be:

1. To foster a sense of community for all **stakeholders** to express ideas and opinions about their neighborhoods and their government; and provide a forum to effectively address the issues which impact the community;
2. To create, execute and support projects and initiatives for the physical, environmental, safety, social and cultural improvement of Woodland Hills and Warner Center;
3. To promote and improve the quality of life in our neighborhoods;
4. To inform, on a continuing basis, the community of pending relevant or significant changes or actions of the City of Los Angeles that will or may affect them;
5. To promote, empower, and encourage community participation in city governance so that government is more responsive to local needs and requests. The goal is to create opportunities to build partnerships with government that address local needs;
6. To secure support from the City of Los Angeles, our elected officials and other governmental agencies **to enable the Neighborhood Council to receive** the resources needed to achieve our goals;
7. To advocate for compliance with and development of the standards of this Neighborhood Council as set forth in the community and specific plans; and
8. To promote the public good by collaborating with other organizations or groups for the benefit of the region.

B. The policy of the Neighborhood Council shall be:

1. To respect the rights, diversity, dignity and expression of views of all citizens, whether they be individuals, businesses, groups and organizations, within the community;
2. To remain non-partisan with respect to political party affiliation, race, creed, or national origin and inclusive in our operations including, but not limited to, the process of electing or selecting the Neighborhood Council Board of Directors (hereinafter “Board”), Officers, and committee members as set forth herein;
3. To encourage all Stakeholders of Woodland Hills to participate in the activities of the Neighborhood Council and to collaborate/work together to improve the community;

4. To actively prohibit discrimination against any individual or group in our operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, homeowner/renter status or political affiliation;
5. To have fair, open and transparent procedures for the conduct of all Neighborhood Council business;
6. **To create** a system of outreach, including **the use of** the Early Notification System of the City of Los Angeles (**ENS**), a publicly accessible website, and other available forms of communication to inform Stakeholders as to the existence and activities of the Neighborhood Council; and
7. **To** establish, implement and enforce a policy regarding the media, government, community relations and **other external communications**.

**ARTICLE III
BOUNDARIES**

Section 1: Boundary Description: The Neighborhood Council area shall be comprised of the entire Woodland Hills Community, **as follows:**

North: by Victory Boulevard (except between Shoup Avenue and De Soto Avenue, where the northern boundary shall be Vanowen Street, and between Corbin Avenue and Winnetka Avenue, where the northern boundary shall be the Los Angeles River Channel)

South: by the City/County Line

East: by Corbin Avenue

West: by the City/County Line.

Section 2: Internal Boundaries

- A. **Area 1:** Bounded by:
- North** Victory Boulevard
 - South** Ventura 101 Freeway
 - East** Corbin Avenue
 - West** DeSoto Avenue

This area shall also include the area between the Los Angeles River Channel and Victory Boulevard between Corbin and Winnetka Avenues.

- B. **Area 2:** Bounded by:
- North** Vanowen Street
 - South** Victory Boulevard (between Shoup Avenue and the lots fronting along the west side of Topanga Canyon Boulevard) and the Ventura 101 Freeway (between Topanga Canyon Boulevard and De Soto Avenue)
 - East** DeSoto Avenue
 - West** Shoup Avenue (between Vanowen Street and Victory Boulevard) and the lots fronting along the west side of Topanga Canyon Boulevard (between Victory Boulevard and the Ventura 101 Freeway)

- C. **Area 3:** Bounded by:
- North** Victory Boulevard
 - South** Ventura 101 Freeway
 - East** Topanga Canyon Boulevard
 - West** Woodlake Avenue

- D. **Area 4:** Bounded by:
- North** Victory Boulevard
 - South** Ventura 101 Freeway
 - East** Woodlake Avenue
 - West** Los Angeles City/County Line

- E. **Area 5:** Bounded by:
- North** Ventura 101 Freeway
 - South** Los Angeles City/County Line
 - East** Corbin Avenue
 - West** Serrania Avenue

- F. **Area 6:** Bounded by:
- North** Ventura 101 Freeway
 - South** Los Angeles County Line
 - East** Serrania Avenue
 - West** Topanga Canyon Boulevard

ARTICLE IV STAKEHOLDER

Neighborhood Council membership is open to all Stakeholders. A “Stakeholder” shall be defined as any individual who:

- (1) Lives, works, or owns real property within the boundaries of the neighborhood council; or
- (2) Is a Community Interest Stakeholder, defined as an individual who is a member of or participates in a Community Organization within the boundaries of the neighborhood council.

A “Community Organization” is an entity that has continuously maintained a physical street address within the boundaries of the neighborhood council for not less than one year, and that performs ongoing and verifiable activities and operations that confer some benefit on the community within the boundaries of the neighborhood council. A for-profit entity shall not qualify as a Community Organization. Examples of Community Organizations may include Chambers of Commerce, houses of worship or other faith-based organizations, educational institutions, or non-profit organizations.

[The definition of “Stakeholder” and its related terms are defined by City Ordinance and cannot be changed without City Council action. See Los Angeles Administrative Code Section 22.801.1]

ARTICLE V GOVERNING BOARD

Section 1: **Composition:** The Neighborhood Council Board of Directors (“Board”), shall consist of twenty-three (23) Stakeholders either publicly-elected or Board Selected (when necessary) as Neighborhood Council Representatives, as defined immediately below, plus their alternates, as defined in Article X, Section 6(A). In accordance with the Plan for a Citywide System of Neighborhood Councils (“The Plan”), no single Stakeholder group shall comprise a **quorum** of the Neighborhood Council’s governing body.

- A. **Residential Stakeholder Representatives** (“RSR”): An RSR shall be any person whose primary residence is located within an area as defined in Article III Section 2 whether in a home, apartment, condominium or other permanent housing **structure**. There shall be one (1) RSR elected in each of the seven (7) areas.
- B. **Business Stakeholder Representative** (“BSR”): A BSR shall be any person who: (1) owns a business **of commercial property**, (2) owns a rental property, or (3) is employed by a business located within an area defined in Article III Section 2. There shall be one (1) BSR elected in each of the seven (7) areas.
- C. **Community Based Organization Stakeholder Representative** (“CBOSR”): A CBOSR Representative shall be any person who identifies themselves as a Community Interest Stakeholder, as defined in Article IV, an individual who is a member of or participates in a community organization such as, but not limited to educational institutions, religious institutions, community organizations or other non-profit organizations **based in that one WHWCNC area as defined in Article III Section 2**. There shall be one (1) CBOSR elected in each of the seven (7) areas.

- D. **At-Large Stakeholder Representative** (“ALSR”): An ALSR shall be any person who meets the definition of a stakeholder. There shall be only one (1) ALSR elected to represent all **stakeholders** of Woodland Hills-Warner Center.
- E. **Youth Board Member** (1) – Open to Stakeholders between the ages of fourteen (14) and seventeen (17), at the time the Stakeholder is appointed to this seat. The Youth Board member shall be precluded from voting on matters regarding the expenditure of funds, contracts, or recommendations on age restricted issues. However, the Youth member shall be allowed to speak on such matters. The youth member shall be appointed by a majority vote of the Board on a written application made to the Board on a form to be designated.

Section 2: Quorum: No formal meeting of the Board shall be held or Neighborhood Council business conducted or votes taken in the absence of a quorum. A quorum shall consist of twelve (12) Board Representatives and/or Alternates present and voting.

Section 3: Official Actions: A simple majority vote by the board members, present and voting, **shall be required to pass motions. Abstentions shall not be counted as votes.**

- A. The presiding officer may vote on all motions.
- B. Voting by proxy shall not be allowed.
- C. The Alternate Representative may vote only when the Representative is absent.
- D. In the event that an Elected Representative is absent or recuses him/herself, the Alternate for the corresponding area shall take his/her place.

Section 4: Terms and Term Limits: Each Representative and Alternate shall serve for a term of four (4) years based on **a staggered** even-odd numbered area system of elections.
Odd: Areas 1, 3, 5, and 7.
Even: Areas 2, 4, 6, and At Large.
 There shall not be a limit on the number of terms which can be served.

Section 5: Vacancies: In the event that a Representative resigns, is removed, or is unable to serve, the Alternate shall become the Representative for the remainder of the Representative's elected term. In the event that the Alternate is removed, unable to serve, or there is no Alternate, any stakeholder as defined in Article IV, "stakeholder" may make a recommendation to the President, who shall present a replacement nominee to the Governance Committee. The applicant's qualifications shall be verified and confirmed by the Governance Committee, and then be seated immediately after approval by a majority **vote** of the Neighborhood Council Board. The replacement shall serve for the remainder of the term of the office being filled.

Section 6: Absences: **A Neighborhood Council Representative who fails to attend three (3) regularly scheduled Neighborhood Council Full Board meetings in any twelve (12) month period may be removed as a Neighborhood Council Representative by a two-thirds vote of the Board present and voting. The President of the Board will notify the representative of their removal via email notice to the representative's last known email address on record.**

Section 7: Censure: The purpose of the censure process is to place a Board member on notice of misconduct and to provide the Board member with an opportunity to correct the misconduct. The Neighborhood Council (“Neighborhood Council”) may censure any

Board member at a regular or special meeting open to the public following a good-faith determination by the Neighborhood Council Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. Grounds for censure include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board's bylaws or rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal process by acting in bad faith.

The Board shall use the following procedure when censuring a Board member:

1. A motion to censure a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed censure including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., "for alleged violations of the Code of Conduct" but shall contain factual statements that describe conduct only and is not intended to embarrass or humiliate the board member.
2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall include the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed censure motion.
3. The Board member subject to censure shall be given a minimum of thirty (30) days prior-written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which the motion to censure will be considered. The notice shall provide the specific facts and grounds for the proposed censure as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to the meeting at which the motion to censure will be considered.
4. The Board member subject to censure shall be given a reasonable opportunity to be heard at the meeting, either orally or in writing, prior to the Board's vote on a motion of censure.
5. The Board shall decide by a majority vote of those present and voting whether or not the Board member should be censured. The Board member who is the subject of the censure motion shall not be counted as part of the majority present and voting and shall not be allowed to vote. For the purpose of censure motions, abstentions shall not be counted as votes.
6. In no event shall a motion to censure a board member be heard by the Neighborhood Council within sixty (60) days of the next scheduled Board election or selection.

Section 8: Removal of Governing Board Members and Alternates: Any Board member may be removed by the Neighborhood Council ("Neighborhood Council") for cause, following a good faith determination by the Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. A Board member shall not be subject to removal under this Policy, unless the member has been censured at least once pursuant to the Board of Neighborhood Commissioners' ("Commission") Censure Policy. Grounds for removal include, but are not limited to, persistent disruptive conduct at meetings, violations or

abuses of the Board's bylaws or standing rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal processes by acting in bad faith.

The Board shall use the following procedure when removing a Board member:

1. A motion to remove a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The proposed motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed removal action including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., "for alleged violations of the Code of Conduct" but shall contain factual statements that describes conduct only and is not intended to embarrass or humiliate the board member. The motion to remove shall also include a copy of the prior censure motion and the date it was passed.
2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall list and briefly describe the motion on the agenda of the next regular or special Board meeting scheduled at least thirty(30) days following the delivery of the proposed removal motion.
3. The Board member subject to removal shall be given a minimum of thirty (30) days prior written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which a motion to remove will be heard. The notice shall provide the specific facts and grounds for the proposed removal as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to any meeting at which a motion to remove will be considered.
4. The Board member subject to removal shall be given reasonable time to be heard at the meeting, either orally or in writing, prior to the Board's vote on a motion for removal.
5. The Board shall decide whether or not the Board member should be removed by an affirmative vote of two-thirds (2/3) of the currently sitting Board members. The Board member who is the subject of the removal motion shall not be allowed to vote and shall not be counted when determining the two-thirds (2/3) majority vote. For the purpose of the removal motion, abstentions shall not be counted as votes.
6. In no event shall a motion to remove a Board member be heard by the Neighborhood Council within sixty (60) days of the next election or selection.
7. The Commission may review a Neighborhood Council's removal decision if requested to do so by the affected Board member. Once the request is made for the Commission to review the decision to remove, the Neighborhood Council voting to remove the board member may not fill the vacancy created by the removal until the Commission has made a decision on whether the removal was proper or the Commission declines to review the matter. The Commission's decision whether to hear or decline to hear the removal review request shall be sent in writing to the requestor and the Neighborhood Council within 30 days after the request for review is delivered.
8. A request for the Commission to review a Neighborhood Council's removal decision shall proceed as follows:

- a. The request must in writing and must be delivered to the Executive Assistant of the Commission or, in the absence of an Executive Assistant, to the President of the Commission within thirty (30) days of the date of the action by the Neighborhood Council to remove the Board member.
 - b. The request must state the basis for the review. The request shall not cite or present any evidence not considered by the Neighborhood Council but must address only procedural deficiencies.
 - c. If the Commission determines the request for review raises sufficient questions regarding procedural deficiencies and agrees to hear the review, it will be placed on the agenda of a regular or special meeting of the Commission within sixty (60) days of receipt of the request for review.
 - d. At the review the Commission will determine if the facts as presented support the removal motion and if the procedures set out in this policy were correctly applied.
 - e. If the Commission determines that there were either factual or procedural deficiencies, the Commission may either reinstate the Board member or return the matter to the Neighborhood Council for further consideration.
 - f. If the Commission returns the matter for further consideration and the Neighborhood Council does not act within sixty (60) days of the Commission's decision the Board member will be considered reinstated.
 - g. During the period of appeal the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions.
 - h. If the matter is returned to the Neighborhood Council for further consideration the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions until the Board takes action as requested by the Commission or until the expiration of the sixty (60) day time period.
9. This policy is not intended to restrict or eliminate a Neighborhood Council's ability to remove or render ineligible to serve, Board members who fail to attend meetings, join committees, maintain their stakeholder status, or perform other duties as may be described in the Neighborhood Council's bylaws and/or standing rules. Nor is it intended to limit a Neighborhood Council's ability to remove committee chairs or committee members according to the Neighborhood Council's bylaws and/or standing rules.

Section 9: **Resignation:** Representatives or Alternates may remove themselves by providing written notice of resignation to the Neighborhood Council President. Email notification is acceptable when sent from the email address on record with the Neighborhood Council. Resignations will become effective immediately upon confirmed receipt and acceptance by the President.

Section 10: **Community Outreach:** The Neighborhood Council shall direct that a system of outreach be instituted to inform Stakeholders as to the existence and activities of the Neighborhood Council, including its Board elections, to find future leaders of the Neighborhood Council, and to encourage all Stakeholders to seek leadership positions within the Neighborhood Council.